

BYLAWS

OF

South Carolina Oriental Medicine Association

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THE AMERICAN ASSOCIATION OF ORIENTAL MEDICINE

BYLAWS

The following constitutes the Bylaws of South Carolina Oriental Medicine Association (hereinafter referred to as the “Corporation”).

PURPOSES

Section 1. General. The Corporation is organized within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) (or its successor provisions). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2. Specific Purposes. The Corporation shall operate exclusively as set forth in Section 501(c)(6) of the Code, or its successor provisions. More specifically, the Corporation is organized for the following purposes:

- A. To promote excellence and integrity in the professional practice of acupuncture and Oriental Medicine, thereby enhancing public health and well-being.
- B. To serve as the official representative and spokesperson for the professional acupuncturist and Oriental Medicine practitioner in the State of South Carolina.
- C. To establish, maintain, and advance the professional field of Oriental Medicine, with acupuncture and other modalities, as a distinct primary care field of medicine.
- D. To protect and advance the science, art, and philosophy of acupuncture and Oriental Medicine, and the professional welfare of our members.
- E. To educate legislators, regulators, health care interests, and the public regarding acupuncture and Oriental Medicine.

ARTICLE II

OFFICES

Section 1. Offices. The registered office of the Corporation required to be maintained in the State of South Carolina may be, but need not be, identical with the Corporation’s principal office. The registered agent may be either an individual resident of the State of South Carolina whose business office is identical with such registered office, a

domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the State of South Carolina and having an office identical with such registered office. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors. The Corporation may have offices at such other places, either within or without the State of South Carolina as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERSHIP

Section 1. [Eligibility](#). Members shall be in accord with the principles and purposes of the Corporation, and meet the qualifications for membership as set forth in Section 4 below.

Section 2. [Application; Dues](#). Application for membership shall be made on forms and in accordance with procedures approved by the Board of Directors of the Corporation. The Board shall review and approve all applications and may, in its discretion, reject any application. The Board may delegate its power to review and approve applications to the Executive Director. The Board of Directors shall establish the dues for the various categories of membership.

Section 3. [Categories of Membership](#). There shall be four (4) categories of membership; Individual, Student, General, and Honorary.

Section 4. [Categories of Membership Defined: Qualifications.](#)

Voting Members:

A. Individual

1. A person is eligible for Individual Membership if he/she is certified or credentialed by the National Certification Commission for Acupuncture and Oriental Medicine (“NCCAOM”) or its equivalent, or is licensed, registered, or certified as an acupuncturist or Oriental medicine practitioner in South Carolina. Proof of appropriate national certification and/or appropriate state licensing, certification or registration must accompany the application for membership. Each Individual Member in good standing is entitled to all the rights and privileges of membership, and has the right to vote.

Non-Voting Members:

B. Student

1. Any person not eligible for Individual Membership, who is currently enrolled in a school of acupuncture or Oriental medicine, or an apprenticeship program whose curriculum meets or exceeds the requirements of the state where it is taking place and which meets criteria which will allow the person to sit for NCCAOM examination or its equivalent, is eligible for Student Membership. A Student Member is entitled to all the rights and privileges of membership, but may not vote.

C. General

1. Any person, organization, or business which supports the principles and purposes of the Corporation, and is not eligible for any other membership category may apply for General Membership in the Corporation in any of the following subcategories:
 - a) Business - Any business that supports the principles and purposes of the Corporation and provides a service or product used in the profession of acupuncture and Oriental medicine.
 - b) School – An educational institution which supports the principles and purposes of the Corporation.
 - c) Allied Organization – Any organization which supports the principles and purposes of the Corporation, and which does not qualify for any other membership category.

d) Friend – Any individual who supports the principles and purposes of the Corporation, and who does not qualify for any other membership category or subcategory.

2. A General Member is entitled to all the rights and privileges of membership, but may not vote.

D. Honorary

Any person whom the Corporation wishes to honor because of special services to the acupuncture profession may be granted Honorary Membership in the Corporation. Nomination to Honorary membership must be made by three (3) or more Individual Members in good standing, and submitted to the Board of Directors. A vote of $\frac{3}{4}$ of the whole Board of Directors is necessary to confer Honorary Membership. An Honorary Member shall be entitled to all the rights and privileges of membership, but may not vote.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. [Annual Meeting](#). The Annual General Meeting of the Corporation for the purpose of electing members of the Board of Directors and for the transactions of such business as may properly come before the meeting shall be held on such date and time, and such place within or without the State of South Carolina, as the Board of Directors shall determine.

Section 2. [Special Meetings](#). Special meetings of the members for the transaction of such business as may properly come before the meeting may be called by order of the Board of Directors, the President, or the Secretary, and shall be held at such date and time, within or without the State of South Carolina, as may be specified by such order.

Section 3. [Notice](#). Notification as to date, time, and place of the Annual General Meeting and the time, place and purpose of any Special Meeting shall be published in the Corporation's newsletter or otherwise given to each Individual Member at least four (4) weeks prior to the Annual General Meeting and thirty (30) days prior to any Special Meeting.

Section 4. [Membership List](#). The Election Committee shall prepare at least ten (10) days before every meeting complete and separate lists of the Individual Members, in alphabetical order. Such lists shall be open to the examination of any member for any purpose germane to the meeting. The list shall be produced and kept at the place where the meeting is to be held and during the whole time of the meeting may be inspected by any member who is present.

Section 5. [Quorum; Adjournment](#). A quorum shall consist of the total number of Individual Members present at the Annual General Meeting or any Special

Meeting. In the absence of a quorum, at any meeting or any adjournment thereof, the majority of the Individual Members present may adjourn such meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Conduct of Meeting. The President, or, in his/her absence, such other officer of the Corporation designated by a majority of the Board of Directors, will act as presiding officer at meetings of the members. The presiding officer will call the meeting to order, determine the order of business, determine what business is properly brought before the meeting, and have the authority in his or her sole discretion to regulate the conduct of any such meeting.

Section 7. Voting. Only Individual Members whose dues are received in the Corporation office fifteen (15) days prior to the Annual General Meeting are eligible to vote. Individual Members shall each have one vote. In election of Directors, a plurality of the votes cast shall elect. All other issues shall be decided by a simple majority vote. All elections of Directors shall be by secret ballot. All other voting shall be by hand vote, unless specifically challenged by an Individual Member present. The Board of Directors may promulgate further rules to facilitate election procedures.

Section 8. Mail Vote; Proxies. In case of the need for a mail vote, the Board shall send notification of the mail vote with a clear statement of the proposal to be voted on and specified time limit for receipt of the response to all voting Members at least fifteen (15) days prior to the date by which a reply is requested. The proposal shall be adopted if approval by members having no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. In a mail vote, voting members may also vote by electronic mail ("email") provided that the email sets forth information from which the Corporation can determine that (i) the email was transmitted by the voting member and (ii) the date of which the voting member transmitted the email. No proxies will be accepted for any vote at the Annual General Meeting or any Special Meeting or for any mail vote.

ARTICLE V

DIRECTORS

Section 1. Functions and Definition. The affairs of the Corporation shall be managed by, or under the direction of the Board of Directors. The use of the phrase "whole Board" herein refers to the total number of directors which the Corporation would have if there were no vacancies.

Section 2. Number. The number of directors constituting the whole Board shall be three (3). The number of directors may be changed by resolution of the Board of Directors, but in no event shall the number of directors be less than three.

Section 3. **Election of Directors; Candidacy.** If an Individual Member desires to be a candidate for election to the Board of Directors, the Individual Member shall declare his/her candidacy in writing and submit the declaration to the Board of Directors, together with a statement in support of the candidacy. These are to be published in the Corporation's newsletter prior to the Annual General Meeting. The Board may set up to a 90 day deadline by which nominations may be submitted in order that the resumes may be widely disseminated and published in the newsletter. However, nominations may always be offered at the Annual General Meeting.

Section 4. **Election of Directors; Qualifications.** A candidate for election to the office of Director shall be an Individual Member in good standing for at least one (1) year.

Section 5. **Power to Elect Directors.**

A. The Individual Members present at the Annual General Meeting shall elect the Directors.

Section 6. **Term.**

A. The term of a Director shall be two (2) years. If the term of any Director comes to an end for any reason before the end of that Director's two years, then the person elected to the Board to take that Director's place shall serve for the unexpired portion of the former Director's term, rather than two years.

B. The term of the President Emeritus shall continue until such person ceases to be the most recent President prior to the acting President.

Section 7. **Filling of Vacancies.** Vacancies may be filled by a majority of the Directors then in office, although less than a quorum. Should the term of the President Emeritus come to an end for any reason while such person is President Emeritus, this shall not create a vacancy on the Board of Directors.

Section 8. **Resignation and Removal of Directors.** Any Director may resign at any time, and such resignation shall take effect upon receipt thereof by the President or the Secretary, unless otherwise specified in the resignation. Any Director who misses two regular Board meetings in a row will be automatically removed from the Board. Directors who are no longer members in good standing, either due to loss of licensure/certification, or being 30 days in arrears on their dues, will automatically lose their seat on the Board. Exceptions may be made at the discretion of a majority of the Board. Upon a secret ballot of no-confidence by a minimum of two thirds (2/3) of the members of the Board, a member shall be terminated as a member of the Board of Directors.

ARTICLE VI

DIRECTORS MEETINGS

Section 1. **Annual Meetings.** The Board shall meet immediately before the Annual General Meeting. Following the Annual General Meeting, the Board shall meet for the purpose of the election of the President, the Vice President, the Treasurer and the Secretary from among its members, and the transaction of such other business as may properly come before the meeting.

Section 2. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors determines.

Section 3. **Special Meetings.** Special meetings of the Board of Directors, shall be held whenever called by the direction of the President, the Vice President, or the Secretary, and shall be called by any such officer at the request of any three Directors.

Section 4. **Place.** Meetings of the Board of Directors may be held at any place within or without the State of South Carolina.

Section 5. **Notice.** A notice of the place, date and time of each regular meeting of the Board of Directors shall be given to each director by mailing the notice not less than seven days before the meeting, or by email, facsimile or delivering the notice personally, not less than four days before the meeting, at the residence address of each director or at his usual place of business. Special meetings of the Board of Directors may be called on 24 hours' notice, if notice is given to each Director personally or by telephone, by email or facsimile, or by overnight courier, to each Director addressed to him at the residence address of each director or at his usual place of business.

Section 6. **Quorum.** At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. **Organization.** At all meetings of the Board of Directors, the President, or in his absence, the Vice President, or a director chosen by the plurality of the directors present at such meeting shall preside. The Secretary of the Corporation shall act as secretary at all meetings of the Board of Directors when present, and, in his absence, the presiding officer may appoint any person to act as secretary.

Section 8. **Telephone, etc. Meetings.** Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 9. **Interested Directors.** No Director may vote or act independently on any matter in which that member has a private or financial interest and shall declare the interest prior to the Board's consideration of any such matter.

Section 10. **Miscellaneous.** Meetings of the Board of Directors shall be open to the general membership and invited non-members, subject to the right of the Board to hold a closed meeting or to close an open meeting at any time. The minutes of each Board meeting shall be distributed to all Directors and Alternates promptly following the meeting.

ARTICLE VII

COMMITTEES AND TASK FORCES

Section 1. **Committees and Task Forces.** From time to time, the Board of Directors by a resolution adopted by a majority of the whole Board may appoint an Executive Committee and any other committee or committees for any purpose or purposes, to the extent lawful, which shall have such powers as shall be determined and specified by the Board of Directors in the resolution of appointment, except that no committee shall have the power or authority to take the actions set forth in paragraphs (a), (b), (c) or (d) of Section 2 below. The President may appoint one or more task forces, which shall be given very specific and limited responsibilities and shall not have or exercise the authority of the Board, primarily to gather information and report back to the Board of Directors. Except for the Executive Committee, whose membership shall consist entirely of two or more Directors, the members of any Committee need not be Directors. However, no Committee having one or more non-Director members shall have or exercise the authority of the Board in the management of the Corporation.

Section 2. **Executive Committee.** The Executive Committee shall consist of the President, the Vice President, and Treasurer and the Secretary of the Corporation. Except as otherwise provided by the Board of Directors, the Executive Committee shall have and exercise all the powers of the Board of Directors in the management of the affairs of the Corporation; provided, however, that the Executive Committee shall not have any power or authority to:

- a) amend the Certificate of Incorporation;
- b) adopt an agreement of merger or consolidation;
- c) recommend to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets; or
- d) recommend to the members a dissolution of the Corporation or a revocation of a dissolution.

The President shall act as the Chairman of the Executive Committee. The Board of Directors may designate one or more Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Executive Committee. Vacancies on the Executive Committee shall be filled by the Board of Directors. Only Directors shall be eligible for election to the Executive Committee.

Section 3. **Chairpersons.** Except as otherwise provided herein, the President, by and with the consent of a majority of the Board, shall appoint Committee and Task Force chairpersons. All Committee and Task Force chairpersons shall be members in good standing of the Corporation. Unless otherwise provided, all Committee and Task Force chairpersons shall hold their positions until the next Annual General Meeting.

Section 4. **Procedures Applicable to All Committees and Task Forces.** Each Committee and Task Force shall follow the Corporation's policies and procedures, and shall meet in accordance with such rules or by resolution of the Board of Directors. The presence of a majority of the then appointed members of that body shall constitute a quorum for the transaction of business, and in every case where a quorum is present the affirmative vote of a majority of the members of that body present shall be the act of that body. Each Committee and Task Force shall keep minutes of its proceedings, and any action taken by a Committee or Task Force shall be reported promptly to the Executive Committee.

Section 5. **Action by Telephonic Communications.** Members of any Committee or Task Force designated by the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 6. **Absent or Disqualified Members.** In the absence or disqualification of a member of any Committee or Task Force, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 7. **Termination of Committee Membership.** In the event any person shall cease to be a member of the Corporation, such person shall simultaneously therewith cease to be a member of any Committee or Task Force appointed by the Board of Directors. Any member (and any alternate member) of any Committee or Task Force may be removed at any time, either for or without cause, by resolution adopted by the Board of Directors.

ARTICLE VIII

OFFICERS

Section 1. **Officers.** The Officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, all of whom shall be elected every two (2) years by the Board of Directors from among its members. The Board of Directors, in its discretion, may choose one or more additional Vice Presidents. Unless otherwise provided in the resolution of election, each Officer shall hold office until the next Annual General Meeting and until his successor shall have been elected and qualified or until his earlier resignation or removal. Any number of offices may be held by the same person except the offices of the President and Secretary. No person may be elected to the same office for more than four consecutive terms. Any person may be elected to an office that the individual has not held for at least one term, regardless of the duration of his past service in this position. Only voting members in good standing may hold office.

Section 2. **Other Officers.** The Board of Directors may appoint one or more Assistant Secretaries or Assistant Treasurers as it may deem necessary or advisable, for such term as the Board of Directors shall fix in such appointment, who shall have such authority and perform such duties as may from time to time be prescribed by the Board.

Section 3. **Resignation and Removal.** Any officer may resign his office at any time and such resignation shall take effect upon receipt thereof by the President or the Board of Directors, unless otherwise specified in the resignation. All officers, agents and employees of the Corporation shall be subject to removal, with or without cause, at any time by a resolution of the Board. The power to remove agents and employees, other than officers or agents elected or appointed by the Board of Directors, may be delegated as the Board of Directors shall determine.

Section 4. **The President.** The President shall preside at all meetings of the Board of Directors, the Executive Committee, the Membership. The President shall, subject to the control of the Board of Directors, have general supervision of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be the chief officer of the Corporation. He shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other Officers of the Corporation may sign and execute documents when so authorized by these By-laws, the Board of Directors or the President. The President shall also perform such other duties and may exercise such other powers as may be assigned to him by these By-laws or by the Board of Directors.

Section 5. **The Vice Presidents.** Each Vice President shall perform such duties and exercise such powers as may be assigned to him from time to time by a resolution of a majority of the board of Directors or the President. In the absence of the President, the duties of the President shall be performed and his powers may be exercised by any such Vice President as shall be designated by the President, or failing such

designation, such duties shall be performed and such powers may be exercised by each Vice President in the order of their earliest election to that office; subject in any case to review and superseding action by the President.

Section 6. **The Treasurer.** The Treasurer shall have the following powers and duties:

- a) render to the Board of Directors or the President, whenever requested, a statement of the financial condition and results of operations of the Corporation and such other matters as may be requested, and render a full financial report at the Annual General Meeting, if called upon to do so.
- b) require from all officers or agents of the Corporation reports or statements giving such information as he may desire with respect to any and all financial transactions of the Corporation.
- c) (i) supervise and review the Corporation's biannual audit and report to the Board of Directors on these matters; (ii) ensure that the Corporation's financial policies are being followed; and (iii) supervise and review the preparation of the Corporation's annual budget by the Executive Director.
- d) The Treasurer shall perform such other duties as may be specified in these By-laws or as may be assigned to him from time to time by the Board of Directors, or the President.
- e) In the absence of the President and any Vice President, the duties of the President shall be performed by the Treasurer.

Section 7. **The Secretary.** The Secretary shall have the following powers and duties:

- a) keep or cause to be kept a record of all the proceedings of the meetings of the members and of the Board of Directors in books provided for that purpose and shall attend all meetings of the Board of Directors.
- b) cause all notices to be duly given in accordance with the provisions of these By-laws and as required by law.
- c) keep custody of the records and of the seal of the Corporation and to all instruments the execution of which on behalf of the Corporation under its seal shall have been duly authorized in accordance with these By-laws, and when so affixed he may attest the same.
- d) properly maintain and file all books, reports, statements, certificates and all other documents and records required by law, the Certificate of Incorporation or these By-laws.

e) perform such other duties as may be specified in these By-laws or as may be assigned to him from time to time by the Board of Directors, or the President.

ARTICLE IX

THE EXECUTIVE DIRECTOR

Section 1. **Appointment.** The Board of Directors may employ a salaried head of staff who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board. The Board may also hire a management firm to fulfill the responsibilities of the Executive Director.

Section 2. **Authority and Responsibility.** The Executive Director shall be responsible for the day to day management of the Corporation subject to the oversight and control of the Board of Directors and the President. The Executive Director's authority and responsibilities shall include (I) coordination of all committees and programs and assisting the President and the Board of Directors in executing the Corporation's programs; (ii) attendance at all meetings of the membership, the Board of Directors and the Executive Committee; (iii) responsibility for the monies, securities, receipts and disbursements of the Corporation; (iv) preparation of annual and periodic financial statements and maintenance of full and accurate financial records; (v) the deposit of all monies, and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks and trust companies or other depositories as shall be selected by the Board of Directors or the President; (vi) the disbursement of monies of the Corporation by checks or drafts upon authorized depositories of the Corporation and the receipt and preservation of proper vouchers for all money dispersed; (vii) subject to the oversight and direction of the Treasurer, the biannual audit of the Corporation's financial statement; (viii) subject to the oversight and direction of the Treasurer, the preparation of the Corporation's annual budget; (ix) the preparation and filing of all federal, state and local tax returns by the Corporation; (x) such other duties as may be specified in these By-laws or as may be assigned to the Executive Director from time to time by the Board of Directors or the President.

Section 3. **Staff.** The Executive Director shall employ and may terminate the employ of the Executive Director's staff and fill their positions within the budget approved by the Board of Directors. The Executive Director defines the duties of the staff, supervises their performance, and establishes their titles. The Executive Director may delegate responsibilities to the staff as shall be in the judgment of the Executive Director in the best interests of the Corporation provided, however, that the Executive Director shall remain accountable for all matters under the Executive Director's authority and responsibility.

ARTICLE X

GENERAL PROVISIONS

Section 1. **Waiver of Notice.** Any person may waive any notice required to be given by law, in the Certificate of Incorporation or under these By-laws (I) by attendance at any meeting, except when such person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, or (ii) by a writing signed by the person or persons entitled to said notice, whether before or after the time stated in said notice, which waiver shall be deemed equivalent to such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 2. **Contracts.** The Board of Directors may authorize the President, any Vice President, the Secretary or Treasurer or any other officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 3. **Fiscal Year.** The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall commence on the first day of January of each year (except for the Corporation's first fiscal year which shall commence on the date of incorporation) and shall terminate in each case on December 31.

Section 4. **Reliance; Scope of Duties.** A Director, committee member or any Officer shall be fully protected in relying in good faith upon the records of the Corporation and upon information, opinions, reports, or statements presented to the Corporation and its officers and by the Executive Director or its employees, or any other person as to matters the Board or committee member or officer reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care. The Directors and Officers of the Corporation are volunteers and non-executive in the sense that none of them are full or part-time employees of the Corporation and the scope of their duties shall be interpreted in this context.

ARTICLE XI

INDEMNIFICATION

Section 1. **Right of Indemnification.** Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her estate, or its personal representative is or was a Director, officer or employee of the Corporation, or an individual acting as an agent of the Corporation, or serves or served any other Corporation or other entity or organization in any capacity at the

request of the Corporation, shall be and hereby is indemnified by the Corporation. This indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the District of Columbia, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws are not inconsistent with the law of the District of Columbia. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession.

Section 2. **Creation of Contract Right.** The foregoing provisions of this Article shall be deemed to be a contract between the Corporation and each Director, officer, employee and agent of the Corporation who serves in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the law of the District of Columbia shall not affect any right or obligation then existing as it relates to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 3. **Reimbursement of Expenses.** Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of Directors deems appropriate.

Section 4. **By-laws Not Exclusive.** The indemnification and the advancement of expenses provided by this Article shall not be exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its Directors, or otherwise, both as to action in his or her official capacity, and as to action in another capacity while holding such office.

Section 5. **Continuation of Rights.** Rights to indemnification and advancement of expenses provided by this Article shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person, unless otherwise provided when authorized or ratified.

Section 6. **Insurance.** Insurance may be maintained on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the laws of the District of Columbia.

ARTICLE XII

AMENDMENTS

The Board of Directors and the Individual Members shall each have power to amend or repeal these By-laws or adopt new By-laws in the manner set forth in this Article XII. The Board shall have the power to amend or repeal these By-laws or adopt new By-laws at any regular or special meeting. By-laws may be amended or repealed or new By-laws adopted by the Individual Members in accordance with the following procedures: Any Individual Member of the Corporation may move to amend or repeal these By-laws or adopt new By-laws by submitting such a motion in writing to the Board of Directors at least three (3) months prior to the Annual General Meeting. The Board will consider the matter and place it on the agenda for the Annual General Meeting, commenting as to whether it recommends or does not recommend the motion. A vote of a majority of the Individual Members is required for passage of the motion to adopt, amend or repeal. The Individual Members may prescribe that any By-law made by them shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

DISSOLUTION

Upon dissolution, the net assets of the Corporation will be distributed to a 501(c)(6) corporation with goals and objectives in accordance with the Corporation.